

**UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF PENNSYLVANIA**

NICKOLAS HICKTON, et al.,

Plaintiffs,

v.

ENTERPRISE RENT-A-CAR
COMPANY, et al.,

Defendants.

Nos. 2:09-mc-00210
2:07-cv-01687
2:09-cv-00815
2:09-cv-00816
2:09-cv-00824
2:09-cv-00832
2:09-cv-00833
2:09-cv-01188
2:09-cv-01321
2:10-cv-01003
2:10-cv-01189
2:10-cv-01456
2:11-cv-00071
2:11-cv-00333
2:11-cv-01024
2:12-cv-00659

Judge Joy Flowers Conti

Electronically Filed

THIS DOCUMENT RELATES TO:

All Actions

**ORDER GRANTING PRELIMINARY APPROVAL OF
CLASS AND COLLECTIVE ACTION SETTLEMENT**

On the 6th day of May, 2013, the Court heard a motion for preliminary approval of a proposed class and collective action settlement by Plaintiffs Nickolas Hickton, Sean Herbster, Miquel McDonald, Michael Keith Averill, Jr., Jasmine Bromfield, Nils Hagstrom, Elsa Depina, Jeffrey Galia, Robert Bajkowski, Tori Gaudelli, Donnashekia Richard, Wayman F. Graham, II, Michael Douty, Michelle Mitchell Steen, Spencer Hardy, Kevin C. Hagler, Shawn Modiri, Robert Schieser, Brandy Peery, Steven Lamothe, and Bobby Kelley (collectively, “Named Plaintiffs”), on behalf of themselves and all others similarly situated and Defendants Enterprise

Rent-A-Car Company of Pittsburgh LLC; ELRAC, LLC; Enterprise Leasing Company – South Central, LLC; Enterprise Leasing Company of Florida, LLC; Enterprise Leasing Company of Chicago, LLC; Enterprise Leasing Company of Georgia, LLC; Enterprise Rent-A-Car Company – Midwest, LLC; Enterprise Leasing Company of Orlando, LLC; Enterprise Leasing Company of Philadelphia, LLC; Enterprise Leasing Company – Southeast, LLC; EAN Holdings, LLC; Enterprise RAC Company of Maryland, LLC; Enterprise Leasing Company – West, LLC; Enterprise Leasing Company of Phoenix, LLC; Enterprise Leasing Co. of Norfolk/Richmond, LLC; and Enterprise Leasing Company of Tennessee, and any Settlement Group who is added as a defendant in the Litigation pursuant to the procedures set forth in Section III.A.1 (“Defendants”) of the Stipulation and Settlement Agreement (“Agreement”). The Court has considered the Agreement and its exhibits, including the Notice of Class and Collective Action Settlement for Members of the Federal/State Settlement Class; the Notice of Class and Collective Action Settlement for Members of the Collective Opt-In Class; the Claim and Consent to Join Settlement Form; the Election to Opt Out of Settlement and Class Action Form; and the submissions of counsel, and hereby finds and orders as follows:

1. Unless otherwise defined herein, all terms used in this Order (the “Preliminary Approval Order”) will have the same meaning ascribed to them in the Agreement.
2. The Court finds on a preliminary basis that the Settlement memorialized in the Agreement, and filed with the Court, falls within the range of reasonableness and, therefore, meets the requirements for preliminary approval.
3. The Court grants preliminary approval of the Agreement.
4. The Court certifies, for settlement purposes only, a class action pursuant to Rule 23 of the Federal Rules of Civil Procedure for the following State Settlement Classes:

All current and former employees of Enterprise Rent-A-Car Company of Pittsburgh, LLC; Enterprise Leasing Company of Philadelphia; ELRAC, LLC; Enterprise Leasing Company of Chicago, LLC; Enterprise Rent-A-Car Company-Midwest, LLC; EAN Holdings LLC; Enterprise RAC Company of Maryland, LLC; and Enterprise Leasing Company-West, LLC who have worked as an Assistant Branch Manager for at least one work week at any time within the applicable Statute of Limitations period(s) in one or more of the following states: Illinois, Maryland, Nevada, New York, Oregon, and Pennsylvania. Each state's employees who worked for one of the aforementioned Defendants shall constitute a separate State Settlement Class (e.g., a Pennsylvania class who worked for Enterprise Rent-A-Car Company of Pittsburgh LLC, etc.).

5. The Statute of Limitations period for the State Settlement Classes is:

State Settlement Classes

Enterprise Group	Statute of Limitations Period
Enterprise Rent-A-Car Company of Pittsburgh, LLC	12/11/2004-3/31/2013
Enterprise Leasing Company of Philadelphia	12/11/2004-3/31/2013
ELRAC, LLC	9/25/2003-3/31/2013
Enterprise Leasing Company of Chicago, LLC	9/25/2006-3/31/2013
Enterprise Rent-A-Car Company-Midwest, LLC	9/25/2006-3/31/2013
EAN Holdings LLC	8/12/2008-3/31/2013
Enterprise RAC Company of Maryland, LLC	9/24/2007-3/31/2013
Enterprise Leasing Company-West, LLC	12/23/2008-3/31/2013

6. The Court certifies, for settlement purposes only, a collective action pursuant to 29 U.S.C. § 216(b), consisting of:

All Assistant Branch Managers who worked for the Defendants and/or one or more of the Settlement Groups that elects to participate in the Settlement, anywhere in the United States, except California, for at least one work week, within the time periods and in the locations described below.

Enterprise Group	Statute of Limitations Period
Enterprise Rent-A-Car Company of Pittsburgh, LLC	4/9/2007-3/31/2013
ELRAC, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company-South Central, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company of Florida, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company of Chicago, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company of Georgia, LLC	8/4/2008-3/31/2013
Enterprise Rent-A-Car Company-Midwest, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company of Orlando, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company of Philadelphia, LLC	8/4/2008-3/31/2013
Enterprise Leasing Company-Southeast, LLC	6/23/2007-3/31/2013
EAN Holdings LLC	8/12/2007-3/31/2013
Enterprise RAC Company of Maryland, LLC	9/24/2007-3/31/2013
Enterprise Leasing Company-West, LLC	12/23/2007-3/31/2013
Enterprise Leasing Company of Phoenix, LLC	1/18/2008-3/31/2013
Enterprise Leasing Co. of Norfolk/Richmond, LLC	6/3/2008-3/31/2013
Enterprise Leasing Company of Tennessee	4/16/2009-3/31/2013
All Other Enterprise Groups	3/1/2010-3/31/2013

7. The Court appoints, for settlement purposes only, Plaintiffs Nickolas Hickton, Sean Herbster, Miquel McDonald, Michael Keith Averill, Jr., Jasmine Bromfield, Nils Hagstrom, Elsa Depina, Jeffrey Galia, Robert Bajkowski, Tori Gaudelli, Donnashekia Richard, Wayman F. Graham, II, Michael Douty, Michelle Mitchell Steen, Spencer Hardy, Kevin C. Hagler, Shawn Modiri, Robert Schieser, Brandy Peery, Steven Lamothe, and Bobby Kelley as Class Representatives.

8. The Court appoints, for settlement purposes only, the law firms of Kessler Topaz Meltzer & Check, LLP, Shavitz Law Group, PA and Schreiber & Petro, P.C., as Class Counsel.

9. The Court approves AB Data, Ltd. as the Claims Administrator to perform duties

in accordance with the terms of the Agreement.

10. The Notices to be provided as set forth in the Agreement are hereby found to be the best practicable means of providing notice under the circumstances and, when completed, shall constitute due and sufficient notice of the Settlement and the Final Approval Hearing to all persons and entities affected by and/or entitled to participate in the settlement, in full compliance with the notice requirements of FED R. CIV. P. 23, due process, the Constitution of the United States, the laws of Pennsylvania and all other applicable laws. The Notices are accurate, objective, and informative and provide Class Members with all of the information necessary to make an informed decision regarding their participation in the Settlement and its fairness.

11. The Notice of Class and Collective Action Settlement for Members of the Federal/State Settlement Classes, attached to the Agreement as Exhibit 1, including the Claim and Consent to Join Settlement Form (Form 1-A), and the Election to Opt Out of Settlement and Class Action Form (Form 1-B), and the Notice of Class and Collective Action for Members of the Opt-In Class, attached to the Agreement as Exhibit 2, are approved. The Claims Administrator is authorized to mail those documents to the Members of the Federal/State Settlement Classes and Members of the Collective Opt-In Class as provided in the Agreement.

12. Any written objection to the Settlement must be submitted to the Court and postmarked no later than sixty (60) days after the Notices are mailed to Class Members by the Claims Administrator.

13. In the event that the Effective Date does not occur, the Settlement and the Agreement shall be deemed null and void and shall have no effect whatsoever. In such case, nothing in the Agreement or this Order shall be relied upon, cited as, constitute evidence of, or

constitute an admission that class action certification is or may be appropriate in this action or any other matter.

14. The Parties are ordered to carry out the Settlement according to the terms of the Agreement.

15. The Court will conduct a Final Approval Hearing on the 28th day of August, 2013 at 10:30a.m. to determine the overall fairness of the Settlement as well as consider Class Counsel's request for payment of attorneys' fees, reimbursement of litigation costs and Enhancement Payments to the Named Plaintiffs, the Opt-In Plaintiffs and the Sample Plaintiffs. The Final Approval Hearing may be continued without further notice to Class Members. The Parties shall file their motion for final approval of the Settlement, and Class Counsel shall file their motion for attorneys' fees, litigation costs and expenses, and Enhancement Payments on or before August 14, 2013.

IT IS SO ORDERED.

Dated: April 29, 2013

/s/ Joy Flowers Conti

The Honorable Joy Flowers Conti, U.S.D.J.